



STATE OF CONNECTICUT

INSURANCE DEPARTMENT

NOTICE OF PUBLIC HEARING CONCERNING THE PROPOSED ACQUISITION OF CONTROL OF CONNECTICARE, INC.

BY

**CARLYLE PARTNERS HOLDINGS, L.L.C. AND
LIBERTY PARTNERS HOLDING 34, L.L.C.**

Notice is hereby given that the Insurance Commissioner of the State of Connecticut by her designated hearing officer will conduct a public hearing on May 9, 2001 at 10:00 a.m. in the Cheney Room at the Residence Inn by Marriott, 942 Main Street, Hartford, CT. The hearing will be conducted pursuant to Conn. Gen. Stat. §38a-132, §§4-166 through 4-184, as applicable; and Conn. Agency Regs. §§38a-8-1 through 38a-8-104, and 38a-138-1 through 38a-138-16, as applicable. The hearing will include a period devoted exclusively to public comment.

The public hearing is being held on the question of the granting of approval pursuant to Conn. Gen. Stat. §38a-132(b)(1) of the application of Carlyle Partners Holdings, L.L.C., a Delaware limited liability corporation and Liberty Partners Holding 34, L.L.C., a Delaware limited liability corporation (collectively the "Applicants") dated March 12, 2001 (the "Application"). The Application requests the Insurance Commissioner's approval, as required by Conn. Gen. Stat. §38a-130, of the proposed acquisition of control of ConnectiCare, Inc., a Connecticut domiciled health care center ("HCC").

The proposed acquisition of control of HCC, if approved, will be effected pursuant to a Stock Purchase Agreement, dated January 8, 2001, by and among the Applicants, ConnectiCare Holding Company, Inc., a Connecticut corporation and Connecticut Health Foundation, Inc., a Connecticut corporation, as amended (the "Agreement"). HCC is a wholly owned subsidiary of ConnectiCare Holding Company, Inc. The official record of this proceeding, which includes a copy of the Application and the Agreement, is on file with the Connecticut Insurance Department, 153 Market Street, 11th floor, Hartford, Connecticut, and is available for public inspection during regular business hours.

At the public hearing, representatives of the Applicant and HCC as well as any other party or intervenor designated by the Insurance Commissioner or his appointed hearing officer, will appear and be heard concerning the consideration by the Insurance Commissioner of the Application. The public will, at the hearing officer's discretion and in accordance with Conn. Gen. Stat. §4-177c(b), be given an opportunity to comment on the Application with respect to the issues to be considered by the Insurance Commissioner. Written statements may also be submitted during the public comment portion of the public hearing or filed with the Insurance Department prior to the close of business on May 9, 2001, by mailing or delivering such statements to the Connecticut Insurance Department, P.O. Box 816, Hartford, CT 06142-0816, Attention: Leslie K. Wolfgang, Esq.

The Insurance Department does not discriminate on the basis of disability in admission to, access to, or operation of its programs, services or activities, in accordance with Title II of the Americans with Disabilities Act of 1990. Individuals requiring auxiliary aids for communication or other accommodation are invited to make their needs known to Crystal Ross at (860) 297-3947.

Dated at Hartford, Connecticut, this 20th day of April, 2001.

A handwritten signature in cursive script that reads "Susan F. Cogswell".

Susan F. Cogswell
Insurance Commissioner